	CEREBRA INTEGRATED TECHNOLOGIES LIMITED
Date of the AGM/EGM	25-09-2019
Total number of shareholders on record date	12940
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	9
Public:	28
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary business To receive, consider and adopt the Financial Statements of the Company including Audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss of the Company for the year_x000D_ ended as on that date together with the Auditors Report thereon and the Board's Report including Secretarial Audit Report.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,03,219	86,03,219	100.0000	86,03,219	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,03,219	100.0000	86,03,219	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,99,78,894	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	9,26,04,369	1,45,05,148	15.6636	1,45,05,148	0	100.0000	0.0000	25,100	0
	Poll		1,06,93,664	11.5477	1,06,93,664	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,51,98,812	27.2113	2,51,98,812	0	100.0000	0.0000	25,100	0
	Total	12,11,86,482	5,15,52,031	42.5394	5,15,52,031	0	100.0000	0.0000	25,100	0

For Cerebra Integrated Technologies Ltd.

Director

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary business To appoint a Director in place of Mr. Vishwamurthy Phalanetra holding DIN 01247336, who retires by rotation and is eligible for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,03,219	76,05,089	88.3982	76,05,089	0	100.0000	0.0000	9,98,130	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		76,05,089	88.3982	76,05,089	0	100.0000	0.0000	9,98,130	0
Public- Institutions	E-Voting	1,99,78,894	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	9,26,04,369	1,45,05,148	15.6636	1,44,45,540	59,608	99.5890	0.4109	25,100	0
	Poll		1,06,93,664	11.5477	1,06,93,664	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,51,98,812	27.2113	2,51,39,204	59,608	99.7634	0.2366	25,100	0
	Total	12,11,86,482	5,05,53,901	41.7158	5,04,94,293	59,608	99.8821	0.1179	10,23,230	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	SPECIAL - Special Business Re-appointment of Mr. P. E. Krishnan holding DIN 01897686, as an Independent Director.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,03,219	86,03,219	100.0000	86,03,219	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,03,219	100.0000	86,03,219	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,99,78,894	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	9,26,04,369	1,44,80,048	15.6365	1,44,20,440	59,608	99.5883	0.4116	50,200	0
	Poll		1,06,93,664	11.5477	1,06,93,664	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,51,73,712	27.1842	2,51,14,104	59,608	99.7632	0.2368	50,200	0
	Total	12,11,86,482	5,15,26,931	42.5187	5,14,67,323	59,608	99.8843	0.1157	50,200	0

For Cerebra Integrated Technologies Ltd.

Director

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Special Business Appointment of Mr. Mandya Venkatachar Seshadri Vasan holding DIN 01088868, as Director of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,03,219	86,03,219	100.0000	86,03,219	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,03,219	100.0000	86,03,219	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,99,78,894	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	9,26,04,369	1,45,05,148	15.6636	1,44,45,540	59,608	99.5890	0.4109	25,100	0
	Poll		1,06,93,664	11.5477	1,06,93,664	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,51,98,812	27.2113	2,51,39,204	59,608	99.7634	0.2366	25,100	0
	Total	12,11,86,482	5,15,52,031	42.5394	5,14,92,423	59,608	99.8844	0.1156	25,100	0

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Special Business Appointment of Mr. Mandya Venkatachar Seshadri Vasan holding DIN 01088868 as an Independent Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,03,219	86,03,219	100.0000	86,03,219	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,03,219	100.0000	86,03,219	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,99,78,894	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	9,26,04,369	1,45,05,148	15.6636	1,44,45,540	59,608	99.5890	0.4109	25,100	0
	Poll		1,06,93,664	11.5477	1,06,93,664	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,51,98,812	27.2113	2,51,39,204	59,608	99.7634	0.2366	25,100	0
	Total	12,11,86,482	5,15,52,031	42.5394	5,14,92,423	59,608	99.8844	0.1156	25,100	0

For Cerebra Integrated Technologies Ltd.

Director

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Special Business Increase in the limits of the Borrowing powers									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,03,219	86,03,219	100.0000	86,03,219	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,03,219	100.0000	86,03,219	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,99,78,894	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	9,26,04,369	1,45,05,148	15.6636	33,96,057	1,11,09,091	23.4127	76.5872	25,100	0
	Poll		1,06,93,664	11.5477	1,06,93,664	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,51,98,812	27.2113	1,40,89,721	1,11,09,091	55.9142	44.0858	25,100	0
	Total	12,11,86,482	5,15,52,031	42.5394	4,04,42,940	1,11,09,091	78.4507	21.5493	25,100	0

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Special Business Power to hypothecate.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,03,219	86,03,219	100.0000	86,03,219	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,03,219	100.0000	86,03,219	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,99,78,894	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	9,26,04,369	1,45,05,148	15.6636	33,96,057	1,11,09,091	23.4127	76.5872	25,100	0
	Poll		1,06,93,664	11.5477	1,06,93,664	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,51,98,812	27.2113	1,40,89,721	1,11,09,091	55.9142	44.0858	25,100	0
	Total	12,11,86,482	5,15,52,031	42.5394	4,04,42,940	1,11,09,091	78.4507	21.5493	25,100	0

For Cerebra Integrated Technologies Ltd.

Director

Resolution No.	8									
Resolution required: (Ordinary/ Special)	SPECIAL - Special Business Approval of Reduction of Share Capital									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,03,219	86,03,219	100.0000	86,03,219	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,03,219	100.0000	86,03,219	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,99,78,894	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	9,26,04,369	1,45,05,148	15.6636	1,45,05,141	7	99.9999	0.0000	25,100	0
	Poll		1,06,93,664	11.5477	1,06,93,664	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,51,98,812	27.2113	2,51,98,805	7	100.0000	0.0000	25,100	0
	Total	12,11,86,482	5,15,52,031	42.5394	5,15,52,024	7	100.0000	0.0000	25,100	0

Resolution No.	9									
Resolution required: (Ordinary/ Special)	SPECIAL - Special Business Approval of Cerebra Integrated Technologies Limited Employee Stock Option Scheme, 2019.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,03,219	86,03,219	100.0000	86,03,219	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,03,219	100.0000	86,03,219	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,99,78,894	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	9,26,04,369	1,45,05,148	15.6636	1,45,05,148	0	100.0000	0.0000	25,100	0
	Poll		1,06,93,664	11.5477	1,06,93,664	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,51,98,812	27.2113	2,51,98,812	0	100.0000	0.0000	25,100	0
	Total	12,11,86,482	5,15,52,031	42.5394	5,15,52,031	0	100.0000	0.0000	25,100	0

For Cerebra Integrated Technologies Ltd.

Director

Resolution No.	10									
Resolution required: (Ordinary/ Special)	ORDINARY - Special Business Approval of Material Related Party Transaction entered into for appointment to office of place of profit with Mr. P. Bharat Chief Operating Officer									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,03,219	0	0.0000	0	0	0.0000	0.0000	9,98,130	76,05,089
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	9,98,130	7605089
Public- Institutions	E-Voting	1,99,78,894	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		58,50,000	29.2809	58,50,000	0	100.0000	0.0000	1,19,00,000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		58,50,000	29.2809	58,50,000	0	100.0000	0.0000	1,19,00,000	0
Public- Non Institutions	E-Voting	9,26,04,369	33,73,065	3.6424	33,13,457	59,608	98.2328	1.7671	50,200	1,11,06,983
	Poll		1,06,93,664	11.5477	1,06,93,664	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,40,66,729	15.1901	1,40,07,121	59,608	99.5762	0.4238	50,200	11106983
	Total	12,11,86,482	1,99,16,729	16.4348	1,98,57,121	59,608	99.7007	0.2993	1,29,48,330	18712072

For Cerebra Integrated Technologies Ltd.

Director

PARAMESHWAR G. BHAT
B.Com., LLB, ML, MBA, FCS
Company Secretary

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SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To
Mr. P.E. Krishnan
Chairman of the 25th Annual General Meeting
Cerebra Integrated Technologies Limited
Bangalore

25th Annual General Meeting Held on 25th September, 2019 at 10:00 A.M. at #S-5, Off 3rd Cross, I Stage, Peenya Industrial Area, Bangalore-560 058

Dear Sir

I, Parameshwar G. Bhat, Company Secretary in Whole-Time Practice (FCS No. 8860, CP No. 11004), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bangalore – 560 080, duly appointed as Scrutinizer by Cerebra Integrated Technologies Limited for the purpose of scrutinizing the voting through remote e-voting and through Polling Papers at the 25th Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby furnish my Report to you.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Polling Papers at the Annual General Meeting venue for the Resolutions proposed in the notice of 25th Annual General Meeting of the Members of the Company held on 25th September, 2019. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the Resolutions proposed in the Notice convening the 25th Annual General Meeting of the Company, based on the Report provided by Karvy Fintech Private Limited (Karvy), the agency engaged by the Company to provide e-voting facility for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management

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and Administration) Rules, 2014, as amended, the e-voting was kept open for four days from 21st September, 2019 (9.00 A.M. IST) till 24th September, 2019 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.

The Members holding Equity Shares as on the "cut-off date" i.e., 18th September, 2019 were entitled to vote on the Resolutions proposed in the Notice calling the 25th Annual General Meeting.

The Ballot register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Polling Paper which are invalid.

The Polling Papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA).

At the end of the voting period on 24th September, 2019 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 25th September, 2019 in the presence of Ms. Ramya Hegde and Mr. Anoop M H, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter, the details containing *inter alia*, the list of the Members, who voted "for" or "against" on each of the Resolutions that were put to vote, were derived from the Polling Papers as received and the report generated from the e-voting website of Karvy Fintech Private Limited i.e. www.evoting.karvy.com and based on such reports,

a. 35 (folio wise) members have cast their votes through remote e-voting (Number of members here taken on the basis of number of folios).
b. 22 (folio wise) members have cast their votes through Polling Papers at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and Polling Papers are given in Page below:

ORDINARY BUSINESS:

Item No.1: Adoption of Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2019:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No of members voted	No. of Votes cast (Shares)	No of members voted	No. of Votes cast (Shares)	No of members voted	No. of Votes cast (Shares)	
Assent	34	23108367	22	28443664	56	51552031	100
Dissent	0	0	0	0	0	0	0
Total	**34**	**23108367**	**22**	**28443664**	**56**	**51552031**	**100**
Abstained/ Invalid	1	25100	NA	NA	1	25100	NA

Item No. 2: Appointment of a Director in place of Mr. Vishwamurthy Phalanetra (holding DIN: 01247336), who retires by rotation and is eligible for re-appointment:*

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	32	22050629	22	28443664	54	50494293	99.88

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Dissent	1	59608	0	0	1	59608	0.12
Total	**33**	**22110237**	**22**	**28443664**	**55**	**50553901**	**100**
Abstained/ Invalid*	2	1023230	NA	NA	2	1023230	NA

SPECIAL BUSINESS:

Item No. 3: Re-appointment of Mr. Pazayanur Eswaran Krishnan (holding DIN: 01897686), as an Independent Director:*

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	32	23023659	22	28443664	54	51467323	99.88
Dissent	1	59608	0	0	1	59608	0.12
Total	**33**	**23083267**	**22**	**28443664**	**55**	**51526931**	**100**
Abstained/ Invalid	2	50200	NA	NA	2	50200	NA

Item No. 4: Appointment of Mr. Mandya Venkatachar Seshadri Vasan (holding DIN: 01088868), as a Director of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	33	23048759	22	28443664	55	51492423	99.88
Dissent	1	59608	0	0	1	59608	0.12
Total	**34**	**2313346 7**	**22**	**2844366 4**	**56**	**51552031**	**100**
Abstained/ Invalid	1	25100	NA	NA	1	25100	

Item No. 5: Appointment of Mr. Mandya Venkatachar Seshadri Vasan (holding DIN: 01088868) as an Independent Director of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	33	23048759	22	28443664	55	51492423	99.88
Dissent	1	59608	0	0	1	59608	0.12
Total	**34**	**2313346 7**	**22**	**2844366 4**	**56**	**51552031**	100
Abstained/ Invalid	1	25100	NA	NA	1	25100	NA

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Item No. 6: Increase in the Limit of Borrowing Powers:

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	27	11999276	22	28443664	49	40442940	78.45
Dissent	7	11109091	0	0	7	11109091	21.55
Total	**34**	**23108367**	**22**	**28443664**	**56**	**51552031**	100
Abstained/ Invalid	1	25100	NA	NA	1	25100	NA

Item No. 7: Powers to hypothecate etc:

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	27	11999276	22	28443664	49	40442940	78.45
Dissent	7	11109091	0	0	7	11109091	21.55
Total	**34**	**23108367**	**22**	**28443664**	**56**	**51552031**	**100**
Abstained/ Invalid	1	25100	NA	NA	1	25100	NA

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Item No. 8: Approval of Reduction of Share Capital of the Company:

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	33	23108360	22	28443664	55	51552024	99.99
Dissent	1	7	0	0	1	7	0.01
Total	**34**	**23108367**	**22**	**28443664**	**56**	**51552031**	100
Abstained/ Invalid	1	25100	NA	NA	1	25100	NA

Item No. 9: Approval of Cerebra Integrated Technologies Limited Employee Stock Option Scheme, 2019:

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	34	23108367	22	28443664	56	51552031	100
Dissent	0	0	0	0	0	0	0

Total	34	23108367	22	28443664	56	51552031	100
Abstained/ Invalid	1	25100	NA	NA	1	25100	NA

Item No. 10: Approval of Material Related Party Transaction entered into for appointment to office of place of profit with Mr. P. Bharath (Chief Operating Officer):**

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	13	3313457	21	16543664	34	19857121	99.70
Dissent	1	59608	0	0	1	59608	0.30
Total	**14**	**3373065**	**21**	**16543664**	**35**	**19916729**	**100**
Abstained/ Invalid	21	19760402	1	11900000	22	31660402	NA

*Note: The votes cast by the Director/Promoter for their own appointment/re-appointment were not taken in to consideration and were treated as invalid for the respective resolution.

**Pursuant to Regulation 23(4) of the Listing Regulations, no Related Party shall vote to approve the resolutions in relation to the Material Related Party Transactions whether the entity is a Related Party to the particular transaction or not. Accordingly, in respect of the Resolutions No. 10, the votes cast by Mr P. Vishwamurthy, being a 'Related Party' have been ignored.

*** Body corporate voting for which the Board resolution is not made available for review has been treated as invalid.

Based on the foregoing, the Resolution numbers from 01 to 10 may be deemed to have been **passed by requisite majority.**

All the relevant records relating to e-voting and Polling Papers are under my safe custody and being handed over to the Mr. Shridhar S Hegde, Whole time Director of the Company for preserving safely.

Parameshwar G. Bhat * Company Secretary * Bangalore *
FCS - 8860
CP - 11004

Thanking You
Yours Sincerely

Date: 26.09.2019
Place: Bangalore

Parameshwar G. Bhat
Practising Company Secretary
FCS No.: 8860
CP No.: 11004

Witnesses:

1. Ramya Hegde

2. Anoop M H